

CUMMINS INC
Form S-8 POS
July 05, 2012

As filed with the United States Securities and Exchange Commission on July 5, 2012

Registration Nos. 333-162796 and 333-123368

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

CUMMINS INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or Other Jurisdiction of
Incorporation or Organization)

35-0257090
(I.R.S. Employer
Identification No.)

500 Jackson Street

Box 3005

Columbus, Indiana 47202-3005

(Address, Including Zip Code, of Principal Executive Offices)

Cummins Inc. 2003 Stock Incentive Plan

(Full Title of the Plan)

Sharon R. Barner
Vice President General Counsel
500 Jackson Street
P.O. Box 3005
Columbus, Indiana 47202-3005

(812) 377-3609

COPY TO:
Mark Sifferlen
Vice President - Ethics & Compliance and
Corporate Secretary
500 Jackson Street
P.O. Box 3005
Columbus, Indiana 47202-3005

(Name, Address and Telephone Number, Including Area
Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if smaller reporting company)

EXPLANATORY NOTE

On May 8, 2012, the shareholders of Cummins Inc. (the Company) approved the 2012 Omnibus Incentive Plan (the 2012 Plan), which became effective upon such approval. The Plan is a successor plan to the 2003 Stock Incentive Plan (the Prior Plan), and 4,009,467 shares of Common Stock (the Prior Shares) that remained available under the Prior Plan for future grants were added to the number of shares available under the 2012 Plan. The Prior Shares were registered on Forms S-8 (Registration Statement Nos. 333-162796 and 333-123368) (the Prior Registration Statements), and have been transferred to the Plan.

This Post-Effective Amendment No. 1 to the Prior Registration Statements is being filed for the purpose of disclosing that the Prior Shares (3,500,000 from Registration Statement No. 333-162796 and 509,467 from Registration Statement No. 333-123368) have been moved to the Company s Registration Statement on Form S-8 filed on June 6, 2012 (No. 333-181927), which also registered an additional 3,500,000 shares of Common Stock under the Plan.

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Director

William I. Miller

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Director

Georgia R. Nelson

*

Director

Carl Ware

* By: /s/ Marsha L. Hunt

Marsha L. Hunt

Attorney-in-fact